

Disneyland[®]
RESORT

BACKSTAGE PASS

MAKING THE MOST OF YOUR PASSHOLDER MEMBERSHIP  SUMMER 2009



THIS SUMMER BECOMES NIGHTASTIC
AT THE *DISNEYLAND*[®] RESORT

ALSO INSIDE: It's Time To Celebrate, Insider News, AP Shopping and More!

Come See The In A Whole New **NIGHT LIGHT!**

The spectacular new summer night entertainment experience begins June 12.

Prepare to wear out your Annual Passport this summer as you follow the bright lights from *Disneyland*® Park to *Disney's California Adventure*® Park, and back again! Summers here have always been a magical time—especially when the sun goes down and the fun starts to rise—but you've never seen anything to match the “glow factor” that'll be generated with the limited-time season we're naming **Summer Nighthastic!** taking place nightly for 10 incredible weeks, from June 12 through August 23. So what is **Summer Nighthastic?** Well, maybe this will shed some light on the subject...

Fantasmic! is bigger, brighter and more spectacular than ever before! The first thing you'll notice is the show's amazingly lifelike new creatures—after all, it's hard not to notice a 40-foot tall dragon breathing fire in your

direction! Throw in a pair of gigantic electric eels and a colossal croc with an appetite as fierce as his attitude, and you've got quite a menagerie of villains. But equally as impressive are the high-definition digital projections. They practically pop off the gigantic mist screens!

Disney's Electrical Parade is now more dazzling than ever—with a brand-new scene leading the way! Tinker Bell glides by in her “tinker-made” balloon, leaving a twinkling trail of pixie dust that gives the entire parade a magical new glow. Two original—and quite famous—scenes also return: the Seven Dwarfs' Diamond Mine and the Fun House Face and Cigar Store, featuring Pinocchio and the Pleasure Island Boys. Plus, all the scenes have been enhanced with the very latest LED technology. Even the “Baroque Hoedown” theme sounds richer, thanks to a new recording.

Magical bursts across the night sky—this summer only—with a pyrotechnic celebration high above *Disneyland*® Park! The magic of childhood dreams and the joys of imagination are the inspiration for this all-new fireworks spectacular, featuring an unforgettable special appearance by a certain flying elephant!

There's no doubt about it, this is going to be one “sizzling” summer at the *Disneyland*® Resort! So forget about that early bedtime, because you're going to want to stay up late all summer long.

In fact, you may even want to think about upgrading to a Deluxe or Premium Passport if you don't already have one, or maybe take advantage of specially priced **AP** Blockout Day Tickets. That way, you can soak up every shining moment of the summer fun. Visit Disneyland.com/AP to learn more—and to get fired up for **Summer Nighthastic!**

SUMMER NIGHTASTIC!

FUN FACTS

Fantasmic!

- The dragon that Maleficent transforms into is over 40' tall
- Ursula's pet eels, Flotsam and Jetsam, are each 34'
- Captain Hook's Crocodile has a rescaled body now measuring 12' tall and 21' long

Disney's Electrical Parade

- Approximately 500,000 lamps and 5 miles of wire are used to light the parade
- The longest scene in the parade is the “Finale Float” (118'), and the tallest is the “Clock Tower” (18')
- There are approximately 25,000 points of light in the new Tinker Bell opening scene



[FEATURE STORY | RE

ENTERTAINMENT | SHOPPING & DINING | TRAVEL & LEISURE | FUN & GAMES | BENEFITS | PASSHOLDER]

Time To Celebrate!

Once you've decided what to celebrate in 2009, we've got the "how!"

Life is filled with special moments, the kind we hope will last forever—if only in our memories. Sometimes it's an occasion, like a birthday or anniversary, or something even more personal, like the celebration of a major achievement or overcoming a challenge. Or perhaps it's just the chance to spend time in the company of those we care about the most. Whatever the reason, it's moments like these that give life its richness. And that's why this year, the *Disneyland®* Resort wants to make your celebrations more magical than ever.

From Main Street, U.S.A. to Frontierland, you'll find new and exciting ways to wrap your special moments in pure Disney magic! Now showing, **Celebrate! A Street Party** rocks *Disneyland®* Park with some of the best party tunes of all time. And it's not just music that'll be in the air—streamers and confetti will rain down as crazy conga lines, swing dancers and even some favorite Disney Characters take to the street!

And if that's not

enough to get your groove on, then mosey on over to Frontierland for the **Celebration Roundup and**

Barbecue at Big Thunder Ranch. This cowboy-style hoedown is more than a themed dining experience (although they do serve up some pretty tasty grub, including ribs, chicken, corn and all the fixings). It also serves up a rootin', tootin' good time courtesy of live entertainment, more Disney Characters and even a petting zoo filled with some of the cutest critters west of the Pecos.

Looking for a few more ways to make your special day even more magical? Well, you came to the right place! Birthday girls and boys of all ages should be sure to stop by City Hall in *Disneyland®* Park or the Guest Relations Lobby in *Disney's California Adventure®* Park to pick up a free birthday button so they can let everyone know that this is their big day. You can even arrange a celebration at a Resort dining location by calling (714) 781-DINE.





Now if it's love that brings you here—to celebrate an anniversary, honeymoon or engagement—a romantic dinner or his-and-her mouse ears is the way to go. And catching a performance of *Disney's Aladdin—A Musical Spectacular*, with its classic love story, is an absolute must.

With all the fantastic photo opportunities around the Resort, you'll have no problem finding the perfect backdrop for that big family reunion photo. Or, celebrate that mountainous life challenge you just conquered with a symbolic shot of yourself posing in front of the Matterhorn.

Bringing along a friend or relative for a first visit? Take them behind the scenes with one of our fun and informative guided tours (remember, Deluxe and Premium Passholders enjoy a discount on select tours). Feel free to toss in a few trivia tidbits of your own as you go along!

As you can see, celebrations are rising to a whole new level this year at the *Disneyland®* Resort. And we've only scratched the surface when it comes to fun ways to celebrate your special occasions. For more ideas, check out the online planning tools at Disneyland.com. And while you're there, be sure to register and learn about the different birthday treats available to APs on their big day. Now, that's enough to put anyone in the mood to celebrate!

Entertainment may be seasonal and subject to change or cancellation without notice due to factors including, but not limited to, inclement weather.

What will you celebrate?

Disney Parks

[**FEATURE STORY** | **RESORT SPOTLIGHT** | **INSIDER INFO** | **ENTERTAINMENT** | **SHOPPING & DINING** | **TRAVEL & LEISURE** | **FUN & GAMES** | **BENEFITS** | **PASSHOLDER**]

Wine-ding Down

There's still time to take in Disney's California Food & Wine Festival—if you hurry!

If you haven't already, you owe it to yourself to come and experience the Fourth Annual Disney's California Food & Wine Festival in *Disney's California Adventure® Park*. Continuing through June 7, the event is filled with plenty of tempting food and wonderful wines, spirits and of course fun! To find out which Signature Events are still available, visit Disneyland.com/FoodandWine.

We would like to give a special thank you to our partner **Vanity Fair Premium Napkins & Plates** for their contribution in making the Fourth Annual Disney's California Food & Wine Festival an amazing experience and success. We would also like to thank:

AARP
Boudin Bakery
Cambria Winery
The Coca-Cola Company
Disney Vacation Club
Dole
Driscoll's Berries
Gallo Family Vineyards
Ghirardelli Chocolate Company
Karl Strauss Brewing Company
Kona Brewing Company
Korea Sparkling
Nestlé Delicias
Odwalla
Regione Lombardia
Siemens Stella Artois
Widmer Brothers Brewing Company

| PASSHOLDER | BENEFITS | FUN & GAMES | TRAVEL & LEISURE | SHOPPING & DINING | ENTERTAINMENT | INSIDER INFO | RESORT SPOTLIGHT | FEATURE STORY |



....Adventures In The Making!

Exciting things are happening in *Disney's California Adventure® Park*!

Let's face it, you don't have to be an **AP** to get excited about the changes underway in *Disney's California Adventure® Park*. But as an **AP**, you're going to have a front-row seat for the amazing transformation. So naturally, you should be among the first to hear about the Park's newest features.

First up are the re-themed Mickey's Fun Wheel and Games of the Boardwalk, both of which are now open.

Mickey's Fun Wheel features—you guessed it—an enormous Mickey Mouse face as its centerpiece. But it's not just any Mickey face, this is the "pie-eyed" version (so named because of the slice-of-pie-like white wedges in his black pupils) first made famous back in the late 1920s. Eight Mickey-themed gondolas remain horizontal as the wheel revolves, while 16 others, sporting the likenesses of either Minnie Mouse, Goofy, Pluto or Donald, slide in and out on interior rails, for a total of 24 gondolas.

Also getting a Disney Character "facelift" are the nearby Games of the Boardwalk. All four amusements will feature a fresh, new look that incorporates classic Disney and Disney•Pixar Characters—including Goofy, Dumbo, Casey at the Bat, and Woody and Bullseye from the Disney•Pixar *Toy Story* films.

Can't wait to find out what else is in store for *Disney's California Adventure® Park* in the months to come? Then be sure to drop by the Walt Disney Imagineering Blue Sky Cellar, located next to the Golden Vine Winery, for a glimpse into the future. The models and sketches on display there will be updated often, so make it a regular stop every time you visit the Park. And of course, look for more inside information and updates right here in the pages of *Backstage Pass*.

A Year To Pay For Your Year Of Play!

Monthly Payments let you spread out the cost of your Annual Passport

One of the best things about an Annual Passport is the flexibility it provides. You can drop in for lunch, stop by after work, start your weekend with a muffin on Main Street, U.S.A., stay all day or just dash in for a quick ride on your favorite attraction. So it only makes sense that you should have flexibility in the way you pay for your year of magic—and thanks to our new



Monthly Payments option, you do! Now if you are a Southern California resident, when you renew your Annual Passport, you can choose to spread out the cost over an entire year—for as little as \$11.17 per month*. Look for more details about this exciting new program in your next renewal packet, or at Disneyland.com/AP.

*Monthly Payments option eligible to ZIP Code areas 90000-93599. "\$11.17 per month" price is based on the renewal cost of a Southern California Select Annual Passport. Passports subject to the Annual Passport terms and conditions, including Blockout Dates. Prices vary for other Passport types. All offers and prices are subject to restrictions and change without notice.

Are You 23?

Disney launches D23:
The Official Community for Disney Fans

In this year of "What will you celebrate?" Disney fans have a new reason to rejoice—the introduction of D23, the first official community created just for them. Chances are you may have already figured out what the somewhat cryptic name refers to. But in case you give up, 1923 was the year that Walt Disney founded the Disney Studios. D23 salutes that amazing legacy, one that continues to grow through the work of Disney storytellers, animators, filmmakers, Imagineers and Cast Members around the world.

Membership in D23 includes a special Charter Year gift from the new Walt Disney Archives Collection: a one-year subscription to *Disney twenty-three*, an exquisite, new quarterly publication brimming with photography, illustrations, an insider look at all things Disney and many other exclusive offerings.

You can find out more about membership in this exciting new club at Disney.com/D23. And be sure to check out the all-new D23 Expo—the largest, most impressive gathering ever of all things Disney—when it debuts September 10 through 13 in Anaheim.



Tickets for Mickey's Trick-or-Treat Party will be on sale for APs starting May 15

Our popular private Halloween party returns for another spooktacular year to *Disney's California Adventure*® Park on select nights in October!

This event offers family-friendly fun for all ages—including trick-or-treat stations, lively music, interactive games, special activities, Disney Characters, attractions and more!

Tickets are limited, so get yours before they go on sale to the general public!

And remember, APs receive a discount on tickets for select nights.

For more details and to purchase tickets, visit Disneyland.com/AP.

FEATURE STORY

ENTERTAINMENT

MOVIES

TELEVISION

SHOPPING

TRAVEL

LEISURE

GAMES

BENEFITS

PASSHOLDER



What's UP?

Get the scoop on Disney•Pixar's latest from the director, **Pete Docter**.

In Disney•Pixar's *Up*, opening in theaters Friday, May 29 (including Disney Digital 3-D in select theaters), you'll meet crusty 78-year-old Carl Fredricksen and Russell, an eager, 8-year-old Wilderness Explorer, who are on an unforgettable adventure together. You can also see this unlikely duo in person soon at *Disney's California Adventure® Park*, where they'll be leading the wet 'n' wacky Pixar Play Parade!*

Find out more about *Up* and its director, **Pete Docter** (*Monsters, Inc.*), in a special interview at Disneyland.com/AP. Pete tells us about his real-life expedition to a South American paradise to do research for the film, and about the time he re-created an iconic *Disneyland®* attraction in his bedroom back during his childhood in Minnesota!



©Disney/Pixar

*Entertainment and parade appearances subject to change without notice.



See Red!

APs can save on tickets to select Angels home games!

It's time to play ball—and the Angels are providing an up to 50% discount to all APs. Just go to AngelsBaseball.com/ **DisneyAnnualPassholder**, select an eligible game, check seat availability (Field Box, Terrace Box, Terrace Box Wheelchair, View MVP, View All-Star and Upper View) and enter "MICKEY" as your promo code. You'll be all set to enjoy savings of up to 50% off Ticket Window prices!*

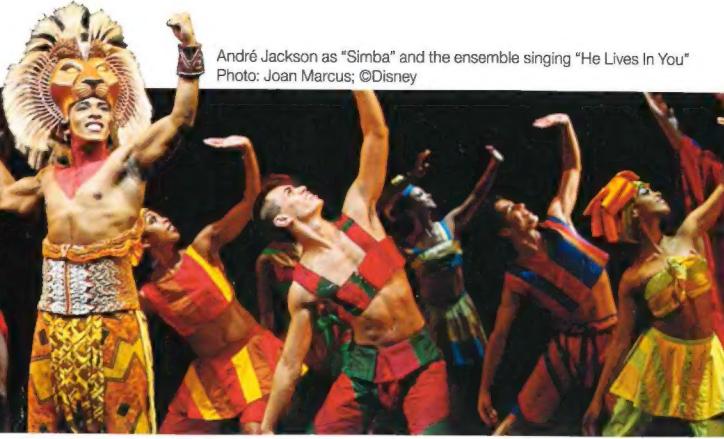


Think Blue!

Dodgers fans can enjoy a special AP discount on tickets!

The Dodgers season is in full swing—and APs can hit a home run with savings of nearly 50% off ticket prices to select home games!* All you have to do is visit **Dodgers.com/disney** to view available games and seating, then enter promo code "DISNEY" to receive your discount.

*Offer is subject to availability, is not good in conjunction with any other promotional offer and is available online only. Offers are provided and fulfilled solely by Los Angeles Dodgers and Angels Baseball and are subject to change without notice. Restrictions apply. Disney is not responsible for offers.



André Jackson as "Simba" and the ensemble singing "He Lives In You"
Photo: Joan Marcus; ©Disney

King Of The Strip

Disney's "The Lion King" roars into Las Vegas with a special AP offer!

If you love Disney's "The Lion King," you absolutely must see the latest incarnation of the international smash hit now on stage at the Mandalay Bay Theatre in Las Vegas! Best of all, right now you can save big on a "King-size" getaway to the 4-Diamond Mandalay Bay Resort, where you'll enjoy:

- Deluxe Room packages starting from \$216 for two nights (upgraded rooms available at an additional cost)

- Two tickets to Disney's "The Lion King" at the Mandalay Bay Theatre (additional tickets and/or ticket upgrades based on availability for an additional cost)
- \$100 Mandalay Bay Beach cabana rental discount
- Complimentary Child admission with each paid Adult admission to Shark Reef Aquarium—featuring over 2,000 animals and 100 sharks!

To book this limited-time package, please visit

MandalayBay.com/Passholders or call (877) 632-7000 today, and mention code "PDISNY."

Package must be booked and hotel stay commenced by 9/7/09. RESTRICTIONS APPLY. For complete list of restrictions AND FURTHER DETAILS ABOUT OFFER, please visit **MandalayBay.com/Passholders**. The Lion King artwork and photos ©2009 Disney. All rights reserved. Disney is not responsible for offer.

Music To Your Mickey Ears

Pacific Symphony announces 20% AP discount for Summer Festival 2009.

When Pacific Symphony's Summer Festival 2009 gets underway on July 4 at Verizon Wireless Amphitheater, APs will be singing the praises of the special 20% discount (50% for kids under 14) they received on regular subscription prices in most sections. Make sure you're among the enchanted crowd enjoying celebrated music from classic films, Broadway hits and classical composers, plus dazzling fireworks displays! Get your specially priced tickets now at **PacificSymphony.org/DisneylandAP**. Simply create a user account to complete your purchase. Or, call the Pacific Symphony box office at (714) 755-5799 and mention promo code "DISNEYLANDAP" to receive your savings. Then get ready for a wonderful summer evening under the stars—you can even bring your own food and wine* to enjoy during the concerts.

*Guest must be 21 years of age or older to bring alcoholic beverages into the venue. Offer is provided and fulfilled solely by the Pacific Symphony and is subject to change without notice. Restrictions apply. Disney is not responsible for offer.



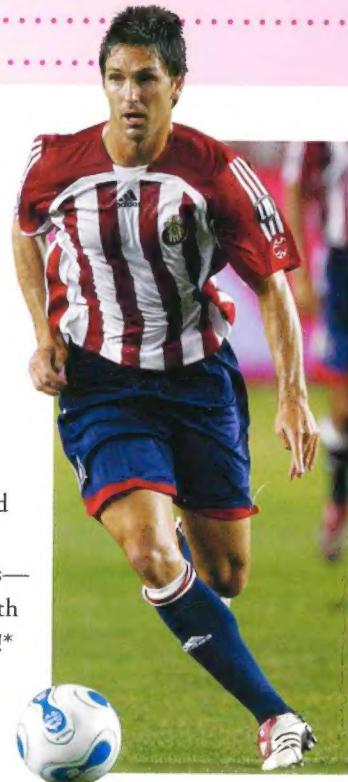
Net Savings

APs get a kick out of the best priced seats to Chivas USA Soccer!

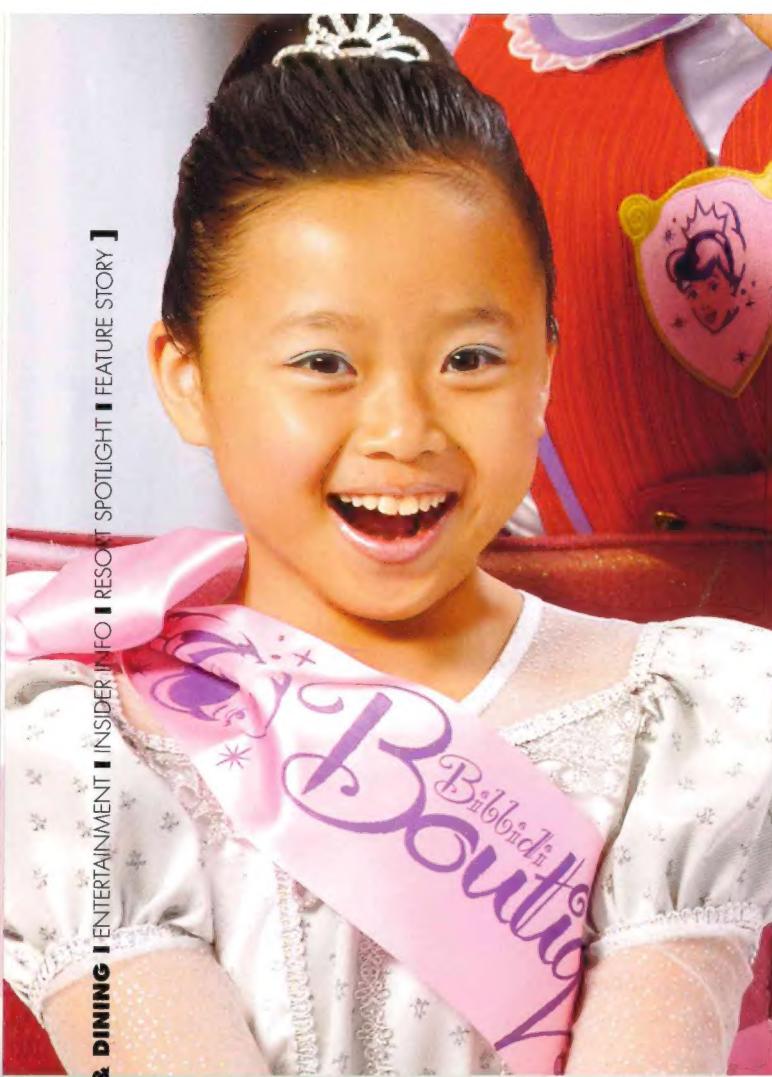
Looks like it's going to be another action-packed season for Chivas USA and its fans! Don't miss your chance to see superstars Ante Razov and Sacha Kljestan, and all of your other favorite players—for as low as \$10 a seat with your special AP discount!* Just visit **Cdchivasusa.com/DisneyAPdiscount**

and click on a game to view available

seating and purchase your discount tickets for home games at the Home Depot Center in Carson.



*Offer is subject to availability, is not good in conjunction with any other promotional offer and is available online only. Offers are provided and fulfilled solely by Chivas USA and are subject to change without notice. Restrictions apply. Disney is not responsible for offers.



Royal Treatment

The Bibbidi Bobbidi Boutique is now open!

For every girl who has dreamed of becoming a Disney Princess, that wish is about to come true—thanks to this magical boutique located adjacent to Sleeping Beauty Castle. With the help of a Fairy Godmother (and her Fairy Godmothers-in-training), your little princess can be magically transformed from head to toe, with hairstyling, makeup, gowns and accessories fit for royalty. You can even complete the picture with professionally photographed portraits. Find out more at Disneyland.com/Style. And this summer, be on the lookout for Studio Disney 365 in the *Downtown Disney*® District!

Subject to restrictions and change without notice. Reservations are recommended. Separate Theme Park admission required. Guest must be at least 3 years of age, and children must be accompanied by an adult at all times. Visit Disneyland.com/Style for full details.

O-Pin House

Haunted Mansion to host pin festival to die for this summer!



In celebration of its 40th anniversary, the Haunted Mansion attraction will play host to the spirited Disney Summer Pin Festival 2009, June 19 to August 9*. As in years past, this summer's festival will feature specialty merchandise, open and limited-edition pins, accessories and lots more. Final arrangements are still pending, so hurry back to DisneyPins.com for the latest. And remember, you can dig up some **AP** exclusives—including a pin featuring a replica of the original plaques from the Haunted Mansion, and a mysterious lanyard medal that offers more than meets the eye.

*Separate Theme Park admission may be required. Subject to restrictions and change without notice.

Roll Call

Get a Rolling Duffle Bag for \$20 when you spend \$50!

From May 17 through August 29, you can purchase a fun and fashionable *Disneyland*® Resort themed Rolling Duffle Bag for only \$20 with any purchase of \$50 or more (before tax and after discount) at select Resort merchandise locations.*

*Guest may purchase ONE (1) Rolling Duffle Bag for \$20 (plus tax) with the purchase of \$50 or more in a single merchandise transaction, before tax and after discounts. Offer valid at select *Disneyland*® Resort merchandise locations. Does not apply to phone, mail, or email. Offer may not be combined with any other promotion or previous purchase. Offer valid May 17 through August 29, 2009, or while supplies last. Separate Theme Park admission may be required. Subject to restrictions and change without notice.

Magic In The Cards

Disney Gift Cards are the ideal gift—whatever the occasion!



With Mother's Day, Father's Day and, for many, graduation day just around the corner, it's good to know that *Disney Gift Cards* make great gifts for any occasion. You can load and reload them with any amount from \$5 to \$1,500, and *Disney Gift Cards* are accepted as payment for nearly anything—including food, merchandise, hotel accommodations and more—throughout the *Disneyland*® Resort. To buy online, or to learn more, visit Disneyland.com/GiftCard.

Disney Dreams

New Disney Resort-inspired bedding now available!

Now you can relive the magic of your favorite Disney getaway—right in the comfort of your own home—with a new line of bedding, appropriately named the Disney Resort Collection. Inspired by some of the finest *Walt Disney World*® Resort hotels, the line is the result of a collaboration between Disney Consumer Products and Springs Global, maker of Wamsutta®, the premier brand in quality home fashions.

"When Guests enter a *Disney Resort*, they are fully transported into a one-of-a-kind experience," said Pam Lifford, Disney Consumer Products' Executive V.P., Global Home and Apparel. "Together with Wamsutta®, we've created a bedding line that gives Guests a unique way to incorporate their cherished Disney experience into their homes."

These beautiful bedding ensembles are available at JCPenney.com/DisneyResort. Plus visit the **AP** website for a special Passholder offer on the Disney Resort Collection.



[FEATURE STORY | RESORT SPOTLIGHT | INSIDER INFO | ENTERTAINMENT | **SHOPPING & DINING** | TRAVEL & LEISURE | FUN & GAMES | BENEFITS | PASSHOLDER]

Dine-amic Celebrations!

Spice up your next celebration with these delicious food offerings!

What's a celebration without festive food? Well, if you're expecting to find the answer at the *Disneyland*® Resort, then you're in luck. Because here at The Place Where Dreams Come True, there's practically no end to the ways to add deliciousness to your next special occasion! Here are a few ideas for spicing up your next celebration:

Celebrate Today! Party Favors

Put a real "pop" into your party with goodie bags filled with fun activity sets and a surprise pop-up centerpiece. Available at full-service restaurants, Character Dining locations and through *Disneyland*® Resort hotel Room Service.

Sweetheart Dinner for Two

Add a touch of romance with meticulously prepared three-course prix fixe meals. Start with individual appetizers, then indulge in your choice of signature entrée and conclude with a shared celebratory dessert. Available at Napa Rose, Steakhouse 55 and Blue Bayou.

"My *Disneyland*® Birthday Party"

The Plaza Inn inside *Disneyland*® Park is the site of this fun-filled celebration, featuring music, merriment and laughter—plus a special guest appearance by Mickey and Minnie Mouse! Join your host, Pat E. Cake, as he leads birthday boys and girls in comical cake-decorating fun. Everyone in attendance gets a party hat, souvenir sipper cup and their own mini birthday cake.

Hungry yet? Well, why not get started planning your next celebration—complete with festive food—by visiting Disneyland.com today!



IN & GAMES | TRAVEL & LEISURE | SHOPPING & DINING | ENTERTAINMENT | INSIDER INFO | RESORT SPOTLIGHT | FEATURE STORY

...Get In The **Zone!**

ESPN Zone® in the Downtown Disney® District scores a new look!

ESPN Zone's® iconic 16' x 13' main screen is brand-new and ready for you to experience high-definition TV at its best! Soon every TV in the restaurant will be upgraded to HD quality. So gather up your family and friends and get ready to cheer on your team as you enjoy delicious food at the ultimate gathering spot for fans of all ages. Show your valid Annual Passport and receive 10% off your bill*. And when you're done watching, get into the game in the 10,000-sq. ft. sports arena—packed with interactive games and attractions. Call (714) 781-DINE to make your priority seating arrangements.

*Annual Passholder must present his/her valid Annual Passport to receive discount. Valid on food and non-alcoholic beverages only. ESPN Zone® discount is not valid on holidays and special events.



Featured **Creatures**

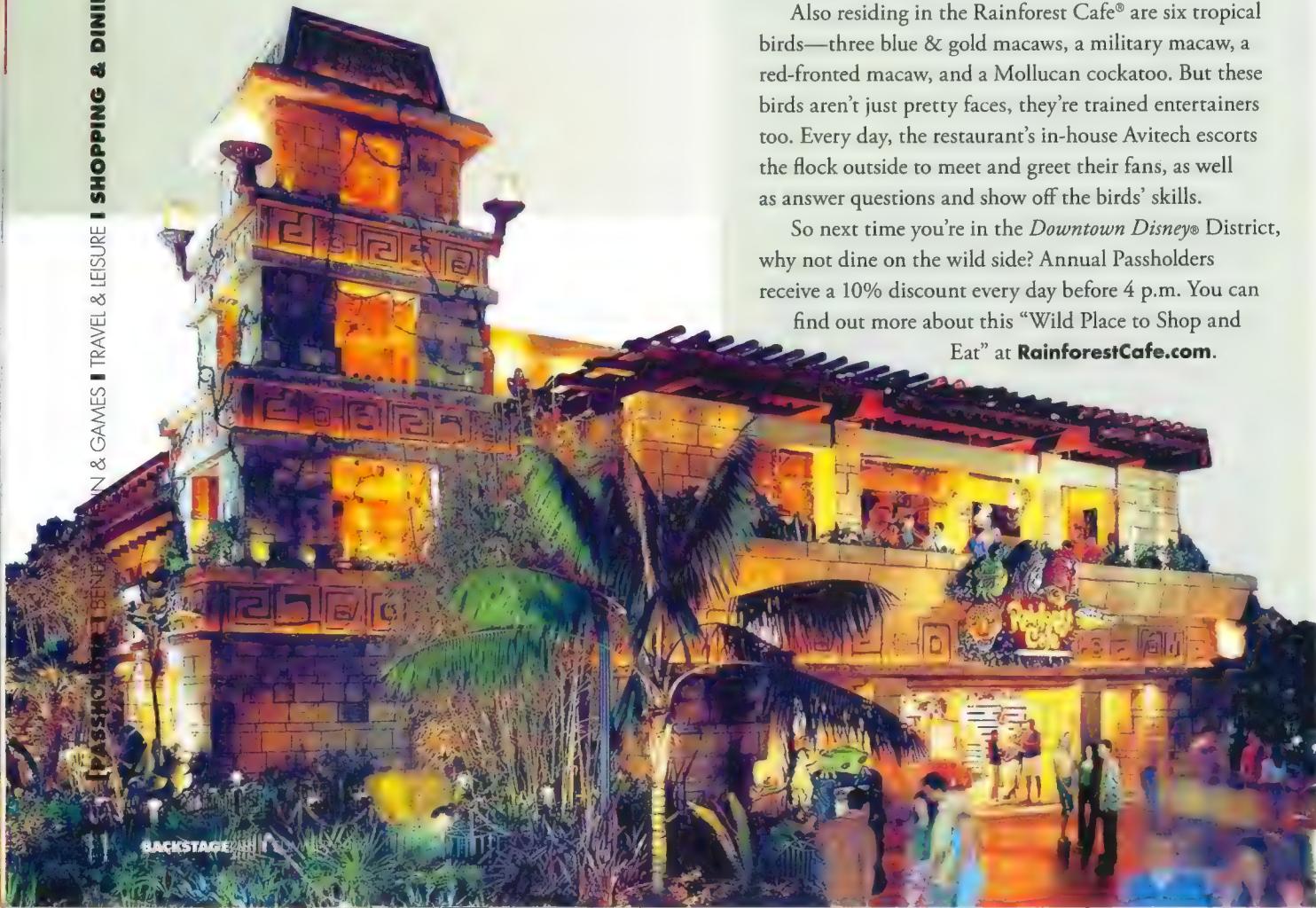
Not all of the wildlife in Rainforest Cafe® runs on electricity.

If some of those wild animals in Rainforest Cafe® look awfully real—it's because they are! Among the menagerie of lifelike *Audio-Animatronic®* creatures are some of the most beautiful birds and colorful fish you've ever seen.

In all, there are more than 500 tropical fish inhabiting the combined 15,000 gallons of saltwater in the restaurant's aquariums. With that many mouths to feed, it takes teamwork to keep everyone healthy and happy.

Also residing in the Rainforest Cafe® are six tropical birds—three blue & gold macaws, a military macaw, a red-fronted macaw, and a Moluccan cockatoo. But these birds aren't just pretty faces, they're trained entertainers too. Every day, the restaurant's in-house Avitech escorts the flock outside to meet and greet their fans, as well as answer questions and show off the birds' skills.

So next time you're in the *Downtown Disney®* District, why not dine on the wild side? Annual Passholders receive a 10% discount every day before 4 p.m. You can find out more about this "Wild Place to Shop and Eat" at RainforestCafe.com.



New Views.....

Disney Vacation Club adds three new properties at Disney Parks in California and Florida.

Disney lovers on both coasts will be excited about what's happening at the *Disneyland®* Resort and *Walt Disney World®* Resort in 2009. In Anaheim, *Disney's Grand Californian Hotel® & Spa* is being expanded to include 203 traditional hotel rooms, as well as 50 Disney Vacation Club villas. While in Florida, two spectacular new properties are slated to make their debut—*Treehouse Villas at Disney's Saratoga Springs Resort & Spa*, and *Bay Lake Tower at Disney's Contemporary Resort*.

At *The Villas at Disney's Grand Californian Hotel® & Spa*, each of the new villa units is decorated in the true Arts & Crafts style with rich dark-stained oak furniture and moldings, Tiffany-style lamps and soft floral-patterned beds. The floor plan in one-bedroom villas and larger includes a living area, a kitchen equipped with energy-efficient stainless steel appliances and solid-wood stained oak cabinetry, a guest bathroom with a shower, and well-appointed master bedrooms.

Outside, a fully enclosed, multi-level "connection bridge" links each floor of the new wing to the existing Hotel, providing easy access to the Hotel's acclaimed amenities—including the award-winning Napa Rose Restaurant and Mandara Spa®. Other elements of the project include a new swimming pool and about 300 underground valet parking spaces.

On the East Coast in Florida, the new curvilinear, 15-story *Bay Lake Tower at Disney's Contemporary Resort* is also slated to open in late summer. The Tower's

crescent shape promises to deliver some of the most dramatic views available anywhere at the *Walt Disney World®* Resort. The *Treehouse Villas at Disney's Saratoga Springs Resort & Spa*, opening this summer as phase four of the Resort, will offer 60 three-bedroom villas. Each unit is elevated 10 feet off the ground on pedestals and beams so as to blend into the forest environment.

Disney Vacation Club is owned by Disney Vacation Development Inc., part of the magic of The Walt Disney Company.



FEATURE STORY | RESORT SPOTLIGHT | INSIDER INFO | ENTERTAINMENT | SHOPPING & DINING | TRAVEL & LEISURE





Sorcerer **Magic**

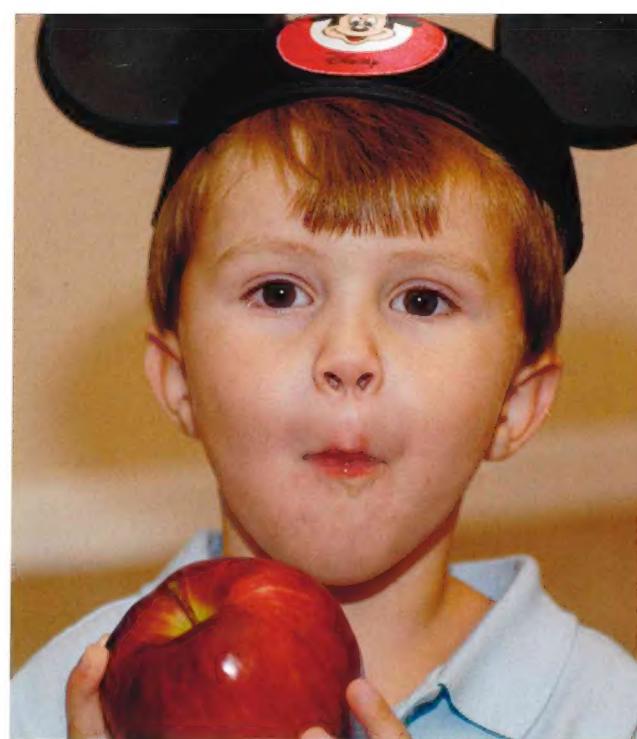
Color Sorcerer Mickey and cut him out. He's already framed!

Eat Heart Smart

An apple a day? That's good medicine, says St. Joseph Hospital.



Turns out Mom was right all along. Eating your fruits and veggies—along with healthy amounts of whole grains—is one great way to keep your heart in good shape. Studies indicate that these fiber-rich foods actually reduce your risk of chronic diseases (like stroke and other cardiovascular disease), Type 2 diabetes and certain cancers. So next time you need to refuel, reach for the whole wheat toast rather than white, peanuts instead of potato chips, or a piece of fruit in place of that candy bar. And remember, when you visit the Parks, you'll find carts fully stocked with fruit, veggies and other smart snacks on Main Street, U.S.A., Critter Country, Adventureland, Fantasyland, "a bugs land" and Hollywood Pictures Backlot. For more healthy tips, visit the website of St. Joseph Hospital in Orange at sjo.org/DisneylandAP.



[FEATURE STORY ■ RESORT SPOTLIGHT ■ INSIDER INFO ■ ENTERTAINMENT ■ SHOPPING & DINING ■ TRAVEL & LEISURE ■ FUN & GAMES ■ BENEFITS ■ PASSHOLDER]

Q & AP Session

So what are APs like you celebrating? See for yourself!

In the last issue of *Backstage Pass*, we told you about the fun new polls and trivia feature on the dedicated **AP** website. Well, the results are in from the question we asked earlier this year: "What will you celebrate at the *Disneyland®* Resort Theme Parks this year?" Not surprisingly, most of you said you'd be spending your birthday here—a whopping 65%, in fact. But what other occasions are **APs** celebrating with us? Let's take a look...

Anniversary.....	10%
Reunion.....	1%
Graduation.....	1%
All of the Above—and More!.....	23%

New poll and trivia tidbits coming soon—check back regularly at Disneyland.com/AP!

Exciting New Offer for *Disneyland®* Resort Annual Passholders

TREAT YOUR FAMILY TO A CHARACTER BREAKFAST¹

Enjoy a *Disneyland®* Resort Character Breakfast after you become a *Disney Rewards®* Visa® Cardmember.

Apply for the *Disney Rewards* Visa Card and after approval and first use, receive vouchers for 2 Adults and 2 Children's Breakfasts at select dining locations.

As a Cardmember, enjoy great benefits:

- Earn *Disney Rewards*²
- No annual fee
- Choose from 7 fun card designs³

APPLY TODAY.

Call 1-888-328-0023 or visit www.DisneylandDiningOffer.com. Mention key code 6ZLX03.

¹This offer is limited to a one-time award of four (4) Character Breakfast vouchers (2 adult and 2 child) for new cardmembers upon approval of your application for a *Disney Rewards* Visa Card and first purchase/first use of your card. First purchase/first use includes purchases, balance transfers, or any checks that are used to access your account, and excludes cash advances. First time cardmembers only. Voucher is redeemable at a participating dining location at the *Disneyland®* Resort. You must use the phone number, website or application (if provided) contained herein to be eligible for this offer. You may not be eligible for other new cardmember premiums if you respond to this offer. Please allow 6 to 8 weeks for delivery of vouchers after your first purchase/first use of the card. Restrictions apply.

APC13991

Visit www.DisneylandDiningOffer.com for details.

²*Disney Dream Reward Dollars*® are subject to the terms and conditions of the *Disney Rewards*® Program. Once enrolled your rewards disclosure will be sent to you containing all program guidelines, restrictions and benefits.

³Card designs are subject to availability and may change without notice.

Disney Rewards Visa Card available to U.S. residents only, 18 and older (except in Alabama and Nebraska – age 19 and older), and subject to credit approval. Restrictions and limitations apply. *Disney Rewards* Visa Card is issued by Chase Bank USA, N.A.

© Disney



IN OUR NEXT ISSUE:

Halloween Time

AT THE DISNEYLAND® RESORT
RETURNS

(Don't say we didn't warn you!)

Presorted Standard
U.S. Postage
PAID
Disney Destinations, LLC

*****ECRLOT**C-050
MARTIN FELSENFELD
2509 KINCAID DR APT 107
COSTA MESA CA 92626-6737

All tickets, offers, events, age ranges, services, attractions and entertainment may be seasonal and subject to change without notice.
Valid Annual Passport must be presented for offers. ©Disney CS29829/358M

Make The **Most** Of Your **Passholder** Benefits

UPCOMING 2009 BLOCKOUT DATES

Premium Passholder:
NO BLOCKOUT DATES

Deluxe Passholder:
May 2, 9, 16, 23-24, 30; June 6, 13, 20, 27; July 3-5, 11, 18, 25; Aug. 1, 8, 15; Sept. 5-6; Nov. 26-28; Dec. 24-31; Jan. 1-2; Feb. 13-14; Mar. 13, 20, 27; April 2-3, 10, 17, 24

Southern California Passholder:
May 2, 9, 16, 23-24, 30; June 4-6, 10-13, 17-20, 27-30; July 1-31; Aug. 1-15, 22, 29; Sept. 5-6, 12, 19, 26; Oct. 3, 10, 17, 24, 31; Nov. 7, 14, 21, 26-28; Dec. 5, 12, 19-31; Jan. 1-2, 9, 16-17, 23, 30; Feb. 6, 13-15, 20, 27; Mar. 6, 13, 20, 27-31; April 1-10, 17, 24

Southern California Select Passholder:
May 2-3, 9-10, 16-17, 22-25, 29-31; June 4-7, 10-14, 17-30; July 1-31; Aug. 1-16, 21-23, 29-30; Sept. 5-6, 12-13, 19-20, 26-27; Oct. 3-4, 10-11, 17-18, 24-25, 31; Nov. 1, 7-8, 11, 14-15, 21-22, 26-29; Dec. 5-6, 12-13, 18-31; Jan. 1-3, 9-10, 16-18, 23-24, 30-31; Feb. 6-7, 13-15, 20-21, 27-28; Mar. 6-7, 13-14, 20-21, 26-31; April 1-11, 16-18, 23-25, 30

A Blockout Day Ticket is available to Annual Passholders for \$40 and permits entry to both *Disneyland*® Resort Theme Parks on a Blockout Date. Must present valid Annual Passholder ID at time of purchase and admission, and tickets are nontransferable and nonrefundable. Blockout Day Tickets may only be purchased on day of entry from any *Disneyland*® Resort Ticket Booth. For a complete list of Blockout Dates, log on to Disneyland.com/AP.

MERCHANDISE

Premium Passholders are eligible to receive 10% off select purchases at most Theme Park and hotel merchandise locations, and at *World of Disney*® store, Marceline's Confectionery, Disney Vault 28, and Disney's Pin Traders. Please note, offer excludes the following locations: Fairytale Arts, Jewel of Orleans, Silhouette Artist, Portrait Artists in New Orleans Square, Parasol Cart, and Crystal shops on Main Street, U.S.A. and in New Orleans Square.

DISNEY DINING

Passholders enjoy dining discounts at many Resort locations.

Premium Passholders	15%
Deluxe Passholders	10%
Southern California Passholders	10%
Southern California Select Passholders	10%

Disneyland® Park

Bengal Barbeque
Blue Bayou Restaurant ✓
Blue Ribbon Bakery
Café Orléans ✓
Carnation Café ✓
Clarabelle's
Daisy's Diner
Enchanted Cottage
French Market Restaurant
Hungry Bear Restaurant
Little Red Wagon

Plaza Inn ✓
Pluto's Dog House
Rancho del Zocalo Restaurante
Redd Rockett's Pizza Port
Refreshment Corner
River Belle Terrace
Stage Door Café
The Golden Horseshoe
Tomorrowland Terrace
Village Haus Restaurant

Disney's California Adventure® Park

Ariel's Grotto ✓
Award Wieners
Baker's Field Bakery
Bountiful Valley Farmers Market
Cocina Cucamonga Mexican Grill
Pacific Wharf Café
Pizza Oom Mow Mow

Studio Catering Truck
Taste Pilots' Grill
Wine Country Trattoria ✓

Hotels of the Disneyland® Resort

Croc's Bits 'n' Bites
Goofy's Kitchen ✓
Hearthstone Lounge (food only)
Hook's Pointe ✓
Disney's PCH Grill ✓
Steakhouse 55 ✓
Storytellers Café ✓

Surfside Lounge (food only)
The Lost Bar (food only)
The Lounge at Steakhouse 55
(food only)
White Water Snacks
Wine Cellar (food only)

✓For Priority Seating at participating locations call **(714) 781-DINE (3463)**. Excludes outdoor cart locations, Club 33, Napa Rose and Room Service locations.

GUIDED TOURS

Premium and Deluxe Passholders are eligible to receive 20% off the following Guided Tours: "Discover the Magic," "A Walk in Walt's Footsteps" and "Welcome to *Disneyland*®." All Passholders receive 20% off the "Cruzin' Disney's California Adventure® Park Tour." Reservations may be made up to 30 days in advance by calling **(714) 781-4400**.

HOTELS OF THE DISNEYLAND® RESORT

Special rates are available for all Passholders. Call **(714) 956-MICKEY** for rates and availability.

DOWNTOWN DISNEY® DISTRICT

All Passholders enjoy 10% off food and select merchandise at participating locations. Exclusions apply. See individual stores for details.

AMC® Theatres	La Brea Bakery™ Café
Anne Geddes®	LEGO® Imagination Center
Basin™	Naples Ristorante e Pizzeria
Build-A-Bear Workshop®	Pearl Factory
Cartoon of You	Quiksilver
Catal Restaurant & Uva Bar	Rainforest Café®
Compass Books and Café	Ralph Brennan's Jazz Kitchen®
ESPN Zone®	Something Silver
Fossil	Sunglass Icon™
Haagen-Dazs® Shops	Tortilla Jo's
Hair Wraps	Wetzel's® Pretzels

House of Blues® Anaheim has a 20% discount available before 5 p.m. • Rainforest Café's 10% discount is on breakfast and lunch before 4 p.m. • ESPN Zone's discount is not valid on holidays and special events. • Patina (Catal, Naples and Tortilla Jo's) also excludes discounts on special events • Ralph Brennan's Jazz Kitchen® has a maximum discount of \$40 and excludes special events.

For more Passholder information,
visit Disneyland.com/AP.

RESTRICTIONS: An Annual Passholder must present his/her valid Annual Passport prior to purchase to receive any applicable benefits and discounts. Benefits and discounts are nontransferable. Discounts apply only to a minimum purchase of ten dollars (\$10), excluding taxes, fees and gratuities. Merchandise discounts as applicable and are not valid on artist originals, select collectibles, Disney Dollars, gift cards, gift certificates, arcades, admission media, shipping or taxes. Dining discounts are not valid on alcoholic beverages, tobacco products, taxes or gratuities. Benefits and discounts are determined solely by the *Disneyland*® Resort and may be valid only at select locations. Not valid in combination with any other discounts or promotions. Subject to restrictions and change without notice.